

NOTICE IS HEREBY GIVEN that the 2002 annual general meeting of the Company will be held on 16/F., Eight Commercial Tower, 8 Sun Yip Street, Chai Wan, Hong Kong on 16th August 2002 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st March 2002;
2. To authorise the Board of Directors to fix the remuneration of the Directors;
3. To re-appoint the Auditors, Deloitte Touche Tohmatsu, and to authorise the Board of Directors to fix their remuneration;
4. By way of special business, to consider and if thought fit, pass with or without modification the following resolutions as ordinary resolutions;

(l) **"THAT:**

- (a) subject to paragraph (b) of this Resolution, a general mandate be and is hereby unconditionally given to Directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue, dispose of or otherwise deal with the shares in the capital of the Company (including making and granting offers, agreements and options which would or might require the exercise of such powers, whether during the continuance for the Relevant Period or thereafter); (Note (2))
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly:
 - (i) a rights issue where allotment, issue or grant of shares are made pursuant to an offer of shares in the Company for a period fixed by the Directors to shareholders whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, or in any territory applicable to the Company);
 - (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;

- (iii) the exercise of rights of subscription or conversion attaching to any warrants or convertible notes issued by the Company or any securities which are convertible into shares of the Company;
 - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Bye-laws of the Company; and
 - (c) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting".
- (II) **"THAT:**
 - (a) subject to paragraph (b) of this Resolution, the exercise by Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved and authorised; (Note (2))
 - (b) the aggregate nominal amount of the securities of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the nominal amount of the respective securities of the Company in issue as at the date of passing this Resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
 - (c) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting".
- (III) **"THAT** conditionally upon Resolutions Number 4(I) and 4(II) being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with the shares in the capital of the Company pursuant to Resolution 4(I) be and is hereby extended by the addition to the aggregate nominal value of the share capital which may be allotted by Directors pursuant to such general mandate an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4(II), provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution."
- (IV) **"THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any new shares (the "Shares") in the capital of the Company which may fall to be issued pursuant to the exercise of options that may be granted under the new share option scheme of the Company (the "New Share Option Scheme") (a copy of which marked "A" is produced to this meeting and initialed for the purpose of identification by the Chairman of the meeting);
 - (a) the New Share Option Scheme be and is hereby approved and adopted;
 - (b) the Directors of the Company be and are hereby authorised to :
 - (i) grant options to subscribe for Shares under the New Share Option Scheme;
 - (ii) allot, issue and deal with Shares pursuant to the exercise of options that may be granted under the New Share Option Scheme, provided that the total number of Shares that may be issued upon the exercise of options to be granted under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution;
 - (iii) administer the rules of the New Share Option Scheme, to modify and/or amend the rules of the New Share Option Scheme from time to time subject to the provisions of such rules, and to do all such acts and things as they may consider necessary or expedient to give effect to the New Share Option Scheme; and

- (c) the existing share option scheme adopted by the Company on 12th February 1997 be and is hereby terminated in accordance with its terms."

By Order of the Board

Philip Lam

Company Secretary

Hong Kong, 18th July 2002

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) An Explanatory Statement in relation to Resolutions 4(I), 4(II) and 4(IV) will be sent to shareholders and other persons who are entitled thereto together with the Annual Report of Company for the year ended 31st March 2002.